

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OKLAHOMA**

State of Oklahoma, et al.,

Plaintiffs,

v.

Tyson Foods, Inc., et al.,

Defendants.

05-CV-0329 GKF-SAJ

**AFFIDAVIT OF
STEVEN WILLARDSSEN
IN SUPPORT OF
THE CARGILL DEFENDANTS'
RESPONSE TO PLAINTIFFS'
MOTION TO COMPEL**

STATE OF Minnesota)
COUNTY OF Hennepin) ss.

I, Steven Willardsen, hereby depose and state as follows:

1. My name is Steven Willardsen. I make this affidavit on personal knowledge and submit it in support of the Cargill Defendants' Response to Plaintiffs' Motion to Compel.

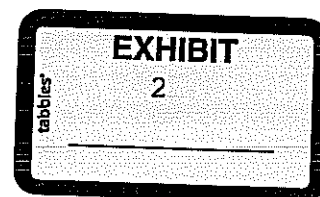
2. In 1989, I began working for Cargill Turkey Products, an unincorporated business unit of Cargill, Incorporated ("Cargill"), as the Complex General Manager for the live turkey production facility located in California, Missouri. I held this position until 1994.

3. In 1994, I left Cargill and became the Chief Operating Officer of Rocco Enterprises, Inc. ("Rocco"), a live turkey production facility located in Harrisonburg, Virginia. I maintained that position until 2001, when Rocco was acquired by Cargill.

4. In 2001, I became Manager of the Cargill Turkey Products business unit of Cargill, which included among other things live turkey production.

5. In 2004, the Cargill Turkey Products business unit changed its name to Cargill Value Added Meats, and I also assumed the title of Vice President and General Manager of Cargill Value Added Meats. I still maintain this position.

6. In 2004, I also was appointed Manager and Senior Vice President of Cargill Turkey Production, LLC ("CTP"), a newly formed entity into which Cargill ultimately placed the assets of its live turkey production business.



7. In 2005, I was named President of CTP, and I currently maintain this position as well as the position of Manager. As President of CTP, I have managing and supervisory responsibility for the company's live turkey production activities.

Cargill Entities - Generally

8. Cargill is a privately owned corporation with numerous affiliated companies encompassing more than 90 business units. It is an international provider of food, agricultural and risk management products and services with 153,000 employees in 66 countries worldwide.

9. In the United States of America ("USA"), Cargill is headquartered just outside of Minneapolis, Minnesota. In the USA, Cargill's operations began as a grain storage facility in the late 1860s. Since that time, Cargill's businesses in the USA have grown to include risk management and financial solutions, animal nutrition, farm services, salt, energy, sweeteners and more.

10. Cargill and its affiliated companies have locations throughout the USA including Arkansas, Colorado, Alabama, Louisiana, Texas, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.

11. Cargill and/or its affiliated companies began operating in Minnesota in 1867. Minnesota is home to Cargill's world headquarters. Currently, Cargill and/or its affiliated companies employ more than 4,000 people in Minnesota. Cargill and/or its affiliates have operations located in over 20 Minnesota communities including: Alberta, Alpha, Big Lake, Blue Earth, Duluth, Elk River, Gluek, Heron Lake, Lake City, Litchfield, Mankato, Maynard, Minneapolis, Minnetonka, Monticello, Navarre, New Richmond, Pipestone, Rush City, Savage and Wayzata.

12. Cargill and/or its affiliated companies began operating in Kansas in 1945. Currently, Cargill and/or its affiliated companies employ more than 4,400 people in Kansas. Cargill and/or its affiliates have operations located in over 15 Kansas communities including: Atchison, Colby, Dodge City, Elkhart, Garden City, Hugoton, Hutchinson, Kansas City, Langdon, Leoti, McPherson, Moscow, Newton, Overland Park, Salina, Topeka, WaKeeny, Wellington and Wichita.

13. Cargill and/or its affiliated companies began operating in Arkansas in the early 1960s. Currently, Cargill and/or its affiliates employ approximately 2,000 people in Arkansas. Cargill and/or its affiliates have operations located in the following Arkansas communities: Booneville, Glenwood, Gentry, London, Ozark, Russellville and Springdale.

Cargill Entities – Domestic Turkey Production

14. In the USA, Cargill and/or its affiliated companies have been in the turkey processing business since approximately 1967.

15. Cargill was and CTP is a leading integrated producer of turkey products in the United States.

16. The headquarters of CTP (formerly the general offices of the Cargill Turkey Products business unit of Cargill) are located in Springdale, Arkansas. However, its principal place of business is in Wichita, Kansas, where its senior management is located.

17. CTP and its affiliated companies have live operations and processing facilities throughout Arkansas, Missouri, Texas and Virginia. Prior to 2004, these facilities were owned and operated by Cargill and affiliates.

18. In Arkansas, CTP and its affiliated companies have facilities in Springdale, Gentry and Ozark, Arkansas ("the Springdale complex"). The Springdale complex was established in 1964 and employs approximately 1,000 people.

19. CTP and its affiliated companies have facilities in California, Missouri. The California facility was established in 1963 and currently employs approximately 450 people.


20. CTP and its affiliated companies have facilities in Waco, Temple and Clifton, Texas ("the Waco complex"). The Waco complex was established in 1965 and currently employs approximately 900 people.

21. CTP and its affiliated companies have facilities in Harrisonburg, Timberville, Dayton and Mt. Crawford, Virginia ("the Harrisonburg complex"). The Harrisonburg complex was acquired in 2001 and currently employs approximately 2,000 people.

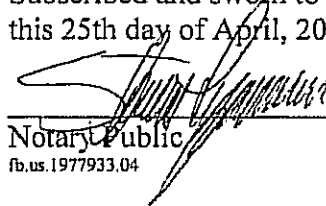
22. Of all the live turkey production facilities currently operated by CTP and formerly operated by Cargill, only the Springdale and Gentry facilities in Arkansas are located in the Illinois River Watershed. Moreover, the Springdale and Gentry, Arkansas facilities are the only ones that interact directly with company breeders or contract growers in the Illinois River Watershed.

THIS CONCLUDES MY AFFIDAVIT.

Dated this 25th day of April, 2007.


Steven Willardsen

Subscribed and sworn to before me
this 25th day of April, 2007.


Notary Public
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